

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Re: Docket No. 355

**NOTICE OF FILING OF FIRST QUARTERLY
STATEMENT OF AMOUNTS PAID TO ORDINARY
COURSE PROFESSIONALS FOR THE PERIOD FROM
NOVEMBER 3, 2024 THROUGH AND INCLUDING JANUARY 31, 2025**

PLEASE TAKE NOTICE that, pursuant to the *Order Authorizing (A) the Debtors to Retain, Employ, and Compensate Certain Professionals Utilized by the Debtors in the Ordinary Course of Business Effective as of the Petition Date and (B) Waiving Certain Information*

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

Requirements of Local Rule 2016-2 [Docket No. 355] (the “OCP Order”),² the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby submit a statement, attached hereto as **Exhibit A** (the “OCP Statement”), of fees paid to certain professionals utilized in the ordinary course of business (each, an “OCP”). The OCP Statement provides: (a) the name of each OCP; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by the applicable OCP during the fee period starting November 3, 2024, and ending January 31, 2025; and (c) a brief description of the type of services rendered by each OCP.

PLEASE TAKE FURTHER NOTICE that the OCP Order requires the Debtors to file and serve OCP Statements within 30 days after the last day of each three-month period, setting forth: (a) the name of each OCP; (b) the aggregate amounts paid per month as compensation for services rendered and reimbursement of expenses incurred by each OCP during the statement period; and (c) a brief description of the type of services rendered by each OCP.

PLEASE TAKE FURTHER NOTICE that the Debtors reserve the right to amend or supplement the OCP Statement from time to time, as may be necessary.

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Debtors’ Motion for an Order Authorizing (A) the Debtors to Retain, Employ, and Compensate Certain Professionals Utilized by the Debtors in the Ordinary Course of Business Effective as of the Petition Date and (B) Waiving Certain Information Requirements of Local Rule 2016-2* [Docket No. 257].

Dated: March 3, 2025
Wilmington, Delaware

/s/ Allison S. Mielke

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